

P20000061551

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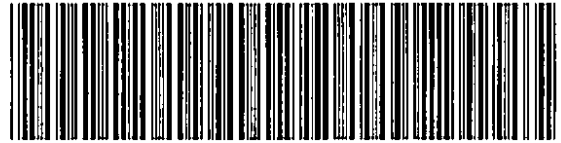
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Special Instructions to Filing Officer:

Gregory P. Berggreni
Auth correcting
the Doc to read
Restated Articles

Office Use Only



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2021 JUN 16 PM 1:41

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Restated Art

JUN 16 2021
ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: THE ROSÉ SPRITZ, INC.

Name of Corporation

DOCUMENT NUMBER: P20000061551

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gregory P. Borgognoni

Name of Contact Person

Borgognoni Law, PL

Firm/Company

355 Alhambra Circle, Suite 1205

Address

Coral Gables, FL 33134

City/State and Zip Code

gb@gbflaw.com

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

For further information concerning this matter, please call:

Gregory P. Borgognoni

Name of Contact Person

at (

305

Area Code

671-3323

Daytime Telephone Number

Enclosed is a check for the following amount:

- | | |
|--|--|
| <input type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status |
| <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy | <input checked="" type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy |

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 20, 2021

GREGORY P. BORGOGNONI
BORGOGNONI LAW, PL
355 ALHAMBRA CIRCLE - STE. 1205
CORAL GABLES, FL 33134

SUBJECT: THE ROSE SPRITZ., INC.
Ref. Number: P20000061551

We have received your document for THE ROSE SPRITZ., INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We have no record of Amended and Restated Articles on file. Therefore, there's no such document to correct.

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 921A00010791

RESTATED ARTICLES OF INCORPORATION
OF
THE ROSÉ SPRITZ, INC.

FILED
2021 JUN 16 PM 1:41
TALLAHASSEE, FL

Pursuant to Section 607.0202 of the Florida Business Corporation Act, these Restated Articles of Incorporation of The Rosé Spritz, Inc. shall supersede and take the place of the existing Articles of Incorporation:

ARTICLE I

The name of the corporation is The Rosé Spritz, Inc.

ARTICLE II

The Corporation is incorporated under the provisions of Chapter 607 of the Florida Statutes.

ARTICLE III

The total number of shares of stock which the Corporation shall have authority to issue is 10 million shares of Common Stock.

ARTICLE IV

The corporation's principal office is located at 355 Alhambra Circle, Suite 1205, Coral Gables, FL 33134.

The initial registered agent is Gregory P. Borgognoni, located at 355 Alhambra Circle, Suite 1205, Coral Gables, FL 33134, who has submitted his written acceptance as required in Fla. Stat. §607.0501 (3).

The initial officers are: Brian J. McCaslin, President, Secretary, and Treasurer.

The Incorporator and initial Director is: Brian J. McCaslin.

ARTICLE V

The purpose of the Corporation is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the Corporation is expressly authorized and empowered to make, alter or repeal the By-laws of the Corporation, subject to the power of the shareholders of the Corporation to alter or repeal any By-law made by the Board of Directors.

ARTICLE VII

Commencing with the annual meeting of shareholders held in 2021, ____1____ director(s) shall be elected and shall hold office for a term expiring at the next annual meeting of shareholders and until their successors have been elected and qualified.

ARTICLE VIII

Any action required to be taken at any annual or special meeting of shareholders or any action which may be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without vote, if a consent in writing setting forth the action so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing.

ARTICLE IX

The By-laws of the Corporation may provide that, to the extent provided in such By-laws, each director of the Corporation shall be elected by the affirmative vote of a majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, subject to the terms and conditions set forth within such By-laws. For purposes of clarity, the provisions of the foregoing sentence do not apply to vacancies or newly created directorships filled by a vote of the Board of Directors.

The undersigned, the duly elected and acting Secretary of The Rosé Spritz, Inc., a Florida corporation, in accordance with Section 607.0202 of the Florida Business Corporation Act,

DOES HEREBY CERTIFY THAT:

1. The name of the Corporation is The Rosé Spritz, Inc.
2. The foregoing Restated Articles of Incorporation do not contain any amendment to the Corporation's Restated Articles of Incorporation requiring shareholder approval and were adopted by the Corporation's Board of Directors on October 16, 2020.
3. The foregoing Restated Articles of Incorporation shall be effective as of October 16, 2020.

Executed on behalf of the Corporation on the 1 day of January, 2021

THE ROSÉ SPRITZ, INC.

By: Bryan M. Lee

Secretary