

P200000087062

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

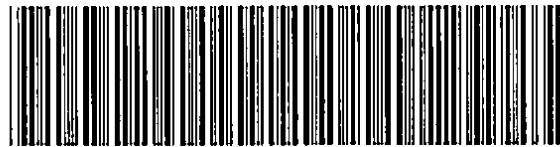
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600352446356

09/22/20--01003--003 ♦♦128.75

2020 Sep 22 PM 4:08
FILE

COVER LETTER

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

SUBJECT: Punta Gorda Investments, Inc. Domestication

Enclosed please find the following:

1. The original and a copy of the Certificate of Domestication
2. Articles of Incorporation
3. Plan of Conversion (as required by the Wisconsin Department of Financial Institutions) with effective date October 1, 2020
4. Wisconsin Department of State Withdrawal Documentation effective October 1, 2020 (entitled Certificate of Conversion)
5. Check for the follow fees:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	<u>\$ 78.75</u>
Total filing fee	\$128.75

Please Note: To ensure the corporation is deemed converted on the same date in both jurisdictions, the domestication shall have a delayed effective date of October 1, 2020, as stated in the Plan of Conversion included herewith and also submitted to Wisconsin Department of State.

From: Sara Castro, Esquire
Farr Law Firm
99 Nesbit Street
Punta Gorda, FL 33950
Telephone Number: (941) 505-9959
Email: scastro@farr.com

2020 SEP 22 PM 4:00

CERTIFICATE OF DOMESTICATION

OF

**PUNTA GORDA INVESTMENTS, INC.
(Wisconsin corporation)**

TO

**PUNTA GORDA INVESTMENTS, INC.
(Florida corporation)**

2020 SEP 22 PM 4:08

The undersigned, being the President of PUNTA GORDA INVESTMENTS, INC., a Wisconsin corporation (the "Corporation"), hereby executes this Certificate of Domestication of the Corporation in compliance with Florida Statutes §§ 607.1801 and 607.0120, and hereby certifies as follows:

1. The Corporation was first formed, incorporated, or otherwise came into being on February 13, 2013, in the state of Wisconsin.

2. The Corporation's name immediately prior to filing this Certificate of Domestication is PUNTA GORDA INVESTMENTS, INC., a Wisconsin corporation.

3. The name of the Corporation as set forth in its Articles of Incorporation to be filed with this Certificate of Domestication pursuant to Florida Statutes §§ 607.0120 and 607.0202 is PUNTA GORDA INVESTMENTS, INC., a Florida corporation.

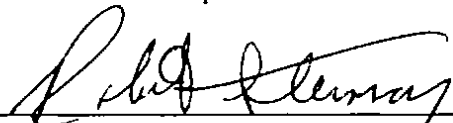
4. The State of Wisconsin constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law, immediately prior to filing this Certificate of Domestication.

5. Attached are the Articles of Incorporation of the Corporation.

6. Robert Steinway, as President of the Corporation, is authorized to sign this Certificate of Domestication on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Domestication as of the 15th day of SEPTEMBER, 2020.

PUNTA GORDA INVESTMENTS, INC.,
a Wisconsin corporation


Robert Steinway, President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PUNTA GORDA INVESTMENTS, INC.**

ARTICLE I - NAME AND ADDRESS

The name of this corporation is PUNTA GORDA INVESTMENTS, INC. The street address and mailing address of its initial principal office is 73 Tropicana Drive, Punta Gorda, Florida 33950.

ARTICLE II - DURATION

This corporation shall have perpetual existence or shall exist until dissolved by operation of law.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes: the transaction of any or all lawful businesses for which corporation may be incorporated under Florida law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue TWO THOUSAND (2000) shares of common capital stock having no par value, all of which shall be fully paid and non-assessable. The corporation's Board of Directors in its sole discretion may provide that shares of one class of Stock may be issued as a share dividend in respect of share of another class of Stock in the event that multiple classes are created or issued.

ARTICLE V – VOTING AND PREEMPTIVE RIGHTS

Section 1. Common stock. The preferences of each share of common stock with respect to dividend payments and distributions of the Corporation's assets upon redemption and upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation shall be equal to the preferences of every other share of common stock from time to time outstanding in every respect. All economic rights, capital accounts, and rights to dividends or distributions of corporation property and rights conferred with respect to distributions (actual, constructive or otherwise), dividends or liquidation proceeds shall lie solely with the common capital stock.

Section 2. Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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.

Section 3. Voting.

A. Definitions. The following definitions shall apply:

i. "Holder" shall mean the Person who shall, from time to time, own of record, or beneficially, any Stock. The term "Holder" shall mean one of the Holders.

ii. "Person" shall mean an individual, a corporation, a partnership, a trust, an unincorporated organization or a government organization or an agency of political subdivision thereof.

B. Voting Rights. At all times, each Holder of common stock shall be entitled to one (1) vote for each share of common stock standing in such Holder's name on the books of the corporation.

C. Quorum. The presence at any meeting, in person or by proxy, of the Holders of record of a majority (or more if required by statute) of the voting power of all classes of Stock, treated for this purpose as one class, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of business of the Shareholders.

D. Shareholder Voting -- Generally. Except as otherwise provided by statute, when otherwise provided by statute, when a quorum is present at any meeting of shareholders, the Holders of record of a majority (or more if required by statute) of the shares of common stock then issued and outstanding and entitled to vote, present in person or by proxy, shall decide any question brought before the shareholders meeting.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 99 Nesbit Street, Punta Gorda, FL 33950, and the name of the initial registered agent of this corporation at that address is Brett Sifrit.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director. The number of directors may be increased or decreased from time to time as set out in the bylaws of this corporation. The names and addresses of the director at the time of these Amended and Restated Articles is as follows:

DIRECTOR

ADDRESS

Robert Steinway

73 Tropicana Drive, Punta Gorda, Florida 33950

ARTICLE VIII – INITIAL OFFICERS

The names and post office addresses of the initial officers who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have been qualified, are as follows:

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
Robert Steinway	President, Secretary, & Treasurer	73 Tropicana Drive Punta Gorda, Florida 33950

ARTICLE IX - INCORPORATOR

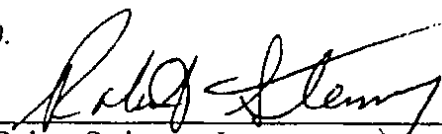
The name and address of the incorporator are as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
Robert Steinway	73 Tropicana Drive, Punta Gorda, Florida 33950

ARTICLE X - AMENDMENTS


This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

Dated this 15th day of September, 2020.


Robert Steinway, Incorporator

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, F.S.


Brett Sifrit, Registered Agent

2020 Sep 22 PM 4:08