

P23000030915

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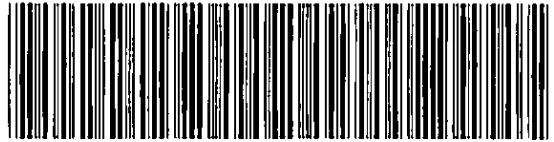
(Business Entity Name)

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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NAPLES DECORATIVE METALWORKS, INC.

DOCUMENT NUMBER: P23000030915

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MICHAEL A BAVIELLO JR. ESQUIRE

Name of Contact Person

MICHAEL A BAVIELLO JR. P.A.

Firm/ Company

P.O. BOX 112079

Address

NAPLES, FL 34108-0135

City/ State and Zip Code

mabjr@baviello-law.com

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

For further information concerning this matter, please call:

Michael A Baviello Jr at (239) 434-6644
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
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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

AMENDED & RESTATED
ARTICLES OF INCORPORATION
(Pursuant to §607.1006 of the Florida Statutes)
OF
NAPLES DECORATIVE METALWORKS, INC.
(Document Number P23000030915)

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Due to scrivener errors and other omissions in the originally filed Articles of Incorporation on April 18, 2023, the undersigned hereby amend Articles of Incorporation filed on April 18, 2023 in its entirety retroactively, and effective as of April 18, 2023, by unanimous approval of all the shareholders pursuant to §607.1003 of the Florida Statutes, adopt and restate the Article of Incorporations as follows:

1. Name. The name of the corporation is **NAPLES DECORATIVE METALWORKS, INC.**
2. Physical & Mailing Address. The principal place of business and mailing address of the corporation is:
4573 Exchange Avenue, Suite 2
Naples, FL 34104.
3. Purpose. The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.
4. Shares. The aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 10,000 shares at a par value of \$0.60 per share.
 - a. All such shares shall be of a single class, designated as common.
 - b. The common stock shall have voting rights such that each share of common stock duly authorized, issued and outstanding shall entitle its holder to one vote.
 - c. Dividends on the common stock may be declared by the Board of Directors and paid out of any funds legally available therefor at such times and in such amounts as the Board of Directors shall determine.
5. Registered Agent & Office. The initial registered agent of the Corporation is Diego Benjamin Paredes. The street address of the Corporation's initial registered office is 4573 Exchange Avenue, Suite 2, Naples, FL 34104.
6. Officers. The officers of the Corporation are as follows:

President:	Armando Sanchez
Vice President:	Diego Benjamin Paredes
Treasurer:	Armando Sanchez
Secretary:	Diego Benjamin Paredes
7. Governing Board. The governing board of this Corporation shall be known as directors, and the number of the directors may from time to time be increased or decreased in such manner as shall be permitted by the bylaws of this Corporation. There shall not be fewer than one member of the Board of Directors.

8. Actions of Shareholders.

- a. Meetings. Meetings of shareholders shall be held at such time and place as provided in the bylaws of the Corporation or by resolution of the board of directors.
- b. Quorum. At all meetings of the shareholders, the presence of two-thirds (66.7%) of all votes entitled to be cast at the beginning of a meeting shall constitute a quorum.
- c. Required Approval. Notwithstanding the requirements of Florida law, the affirmative vote or concurrence of the holders of two-thirds of the outstanding shares of the Corporation entitled to vote thereon are required to make effective all transactions that require shareholder approval under applicable law.
- d. Vote Procedure. Any vote of the shareholders of the Corporation may be taken either:
 - (1) at a meeting called for such purpose or,
 - (2) by the written consent of the shareholders in lieu of a meeting provided that shareholders holding shares 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 consent to such action in writing.

9. Conflicting Interest Transactions. No contract or other transaction between the Corporation and one (1) or more of its directors or shareholders or any other Corporation, firm, association, or entity in which one (1) or more of its directors or shareholders are directors or officers or are financially interested shall be either void or voided solely because of such relationship or interest, or solely because such directors or shareholders are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because their votes are counted for such purpose if:

- a. The fact of such a relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
- b. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- c. The contract or transaction is fair and reasonable to the Corporation. Common or interested directors may be counted in determining the presence of a quorum, as herein previously defined, at a meeting of the Board of Directors or a committee thereof that authorizes, approves, or ratifies such contract or transaction.

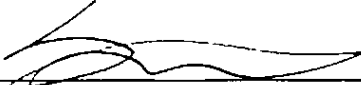
10. Indemnification. To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every director and officer of the Corporation against all expenses and liabilities, including attorney fees, actually or reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of being, or having been, a director or officer of the Corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omissions to act were material to the cause adjudicated and involved:

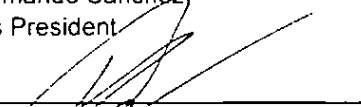
- a. Willful misconduct or a conscious disregard for the best interests of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.
- b. A violation of criminal law, unless the director or officer had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe his or her action was lawful.
- c. A transaction from which the director or officer derived an improper personal benefit.

The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a director or officer may be entitled.

11. Bylaws. The Initial Bylaws shall be adopted by the initial Board of Directors, and may be altered, amended or rescinded in the manner provided by the Bylaws.
12. Effective Date. The effective date of these Amended & Restated Articles of Incorporation shall be the original filing date of the Articles of Incorporation which was, and is, April 18, 2023.

The undersigned have executed these Amended & Restated Articles of Incorporation on this 1st day of June, 2023.

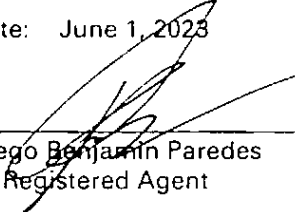
By:  (Seal)
Armando Sanchez
Its President

By:  (Seal)
Diego Benjamin Paredes
Its Secretary

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for NAPLES DECORATIVE METALWORKS, INC. at the place designated in the Articles of Incorporation, 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.

Date: June 1, 2023

By: 
Diego Benjamin Paredes
as Registered Agent

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