

P23000039398

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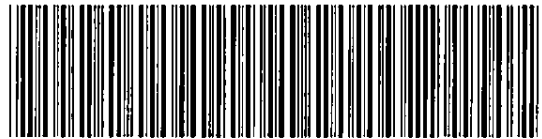
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TALLAHASSEE, FL

*Amended + Restated*

APR 17 2024

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Galerie Maurice, Inc.

DOCUMENT NUMBER: P23000039398

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

Please return all correspondence concerning this matter to the following:

Stephen N. Wilchins

Name of Contact Person

WILCHINS COSENTINO & NOVINS LLP

Firm/ Company

20 William Street, Suite 130

Address

Wellesley, Massachusetts 02481

City/ State and Zip Code

swilchins@wenllp.com

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

SECRETARY OF STATE  
TALLAHASSEE, FL

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For further information concerning this matter, please call:

Alex Damasio

at ( 781 )

235 5500

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:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**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 AND RESTATED  
ARTICLES OF INCORPORATION  
OF GALERIE MAURICE, INC.**

Pursuant to §607.1007 of the Florida Business Corporation Act of the State of Florida, the undersigned, being the Director of Galerie Maurice, Inc. (the “**Corporation**”), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

**FIRST:** The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on May 4, 2023, Document No. P23000039398 (the “**Original Articles of Incorporation**”).

**SECOND:** These Amended and Restated Articles of Incorporation, which supersede the Original Articles of Incorporation, were adopted by the Director of the Corporation and its shareholders on November 13, 2023. To effect the foregoing, the texts of the Original Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I  
NAME**

The name of the Corporation is Galerie Maurice, Inc.

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III  
PURPOSE**

The Corporation is organized to purchase, sell, deal in, and acquire any and all fine art and related items or any personal or real property necessary to deal in or carry on a general art business and any other legal business.

**ARTICLE IV  
DIRECTORS AND OFFICERS**

The names, specific titles, and addresses of the Corporation’s Director and officers are as follows:

Name and Titles: Joan Genser, Director, President, and Treasurer  
Address: 2275 South Ocean Boulevard, #204  
Palm Beach, Florida 33480

Name and Title: David Genser, Secretary  
Address: 2275 South Ocean Boulevard, #204  
Palm Beach, Florida 33480

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**ARTICLE V**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 2275 South Ocean Boulevard, #204, Palm Beach, Florida 33480

**ARTICLE VI**  
**CAPITAL STOCK**

The total number of shares of capital stock that the Corporation shall have the authority to issue is Ten Thousand (10,000) shares, consisting of (a) One Hundred (100) shares that are authorized to be, and are designated as, "Voting Common Stock" (the "**Voting Common Stock**") and Nine Thousand Nine Hundred (9,900) shares that are authorized to be, and are designated as, Non-Voting Common Stock (the "**Non-Voting Common Stock**"). The holders of Voting Common Stock are entitled to one vote for each share of Voting Common Stock held at all meeting of the stockholders (and written actions in lieu of meetings). The holders of Non-Voting Common Stock shall not have any voting rights, unless otherwise required by the Florida Business Corporation Act.

Upon the filing of the these Amended and Restated Articles of Incorporation with the Secretary of State of Florida (the "**Effective Time**"), each share of Common Stock issued and outstanding immediately prior to the effective time shall be automatically reclassified and converted into one (1) a share of Voting Common Stock and Ninety-Nine (99) shares of Non-Voting Common Stock.

**ARTICLE VII**  
**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 2275 South Ocean Boulevard, #204, Palm Beach, Florida 33480. The name of the Corporation's registered agent at that office is David Genser.

**ARTICLE VIII**  
**AFFILIATED TRANSACTIONS**

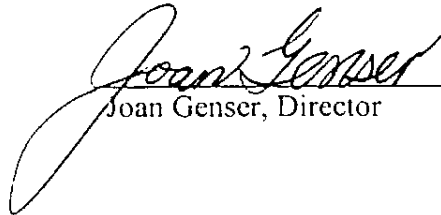
The Corporation expressly elects not to be governed by §607.0901 of the Florida Business Corporation Act, as amended from time to time, related to affiliated transactions.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

**THIRD:** The foregoing amendments were adopted by the Director and the majority holders of the Common Stock of the Corporation pursuant to §§607.0821 and 607.0704 of the Florida Business Corporation Act on November 13, 2023. Therefore, the number of votes cast for the amendment of the Corporation's Original Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 13th day of November, 2023.

  
Joan Genser, Director