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# **GUTIERREZ & ASSOCIATES**

A Florida Professional Limited Liability Company Attorneys and Counselors at Law 1401 Brickell Avenue, Suite 400 Miami, Florida 33131

> Telephone (305) 577-4500 Fax: (305) 577-8690 E mail: info@martlaw.com Webpage: www.martlaw.com

> > Renaldy J. Gutierrez, Esq. (ext. 215) Email: <u>RJR@MARTLAW.COM</u>

September 14, 2023

## VIA FEDEX

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re.: NORTH PROPERTY HOLDING, INC. Doc No.: P23000048150

Dear Sir/Madam:

Pursuant to the attached letter received from the Division of Corporations enclosed please find for filing Amended and Restated Articles of Incorporation of the above-named corporation, along with a photocopy of the foregoing for certification.

Please return the certified copy of the enclosed Amended and Restated Articles of Incorporation to the undersigned. A return FedEx airway bill is enclosed, for your convenience when returning the certified documents.

Thank you in advance for your assistance.

Renaldy J. Gutid



SER

August 16, 2023

GUTIERREZ & ASSOCIATES 1401 BRICKELL AVENUE, SUITE 400 MIAMI, FL 33131 US

SUBJECT: IQ DENTAL OFFICES, INC

Ref. Number: F23000004815

We have received your document for and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1)If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a)A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval. -or-

(b)If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2)If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham Regulatory Specialist III Director's Office

Letter Number: 323A00018799

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# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF NORTH PROPERTY HOLDING, INC.

1. The Articles of Incorporation of NORTH PROPERTY HOLDING, INC., (hereinafter the "Corporation"), a Florida corporation, filed electronically on June 23, 2023 under Document #P2300004815, be and they hereby are amended in its entirety and restated as follows:

# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF NORTH PROPERTY HOLDING, INC.

The undersigned hereby executes, acknowledges and files with the Florida Department of State the following Amended and Restated Articles of Incorporation (the "Articles") pursuant to Chapter 607, Florida Statute (the "Aet").

#### **ARTICLE I - Name**

The name of the corporation is NORTH PROPERTY HOLDING, INC.

#### ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be 1401 Brickell Avenue, Suite 400, Miami, Florida 33131

#### **ARTICLE III - Term of Existence**

Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State, of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

#### Article IV - Nature of Business

The corporation is organized for the purpose of transacting any and all lawful business.

#### Article V - Authorized Shares

- (a) <u>Number</u>. The Corporation is authorized to issue One Hundred (100) shares of common stock having a par value of \$1.00 each.
  - (b) Preemptive Rights. Shareholders shall have preemptive rights.

#### Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation shall 1401 Brickell Avenue, Suite 400, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Gutierrez & Associates, PL.

#### Article VII - Directors

- (a) <u>Number</u>. This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than two.
- (b) <u>Directors</u>: The name and street address of the member of the first Board of Directors of the corporation, who shall serve until the first meeting of shareholders of the corporation, are:

NAME:	ADDRESS:	
Enrique Vargas Lleras	1401 Brickell Avenue, Suite 400 Miami, Florida 33131	بن <u></u> آن
Maria Del Socorro Alvarez	1401 Brickell Avenue, Suite 400 Miami, Florida 33131	12

- (c) <u>Compensation</u>. Any director of the corporation may serve the corporation in any other capacity and receive compensation therefor in any form.
- (d) <u>Indemnification</u>. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees, and agents to the full extent permitted by law.

## Article VIII - Officers

The Officers of the Corporation shall consist of a President, Vice President and Secretary and such other Officers and Assistant Officers as may be provided in the Bylaws. Except for those officers appointed herein below, each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officers of the Corporation are as follows:

NAME:	ADDRESS:	TITLE:
Enrique Vargas Lleras	1401 Brickell Avenue, Suite 400 Miami, Florida 33131	President and Secretary
Maria Del Socorro Alvarez	1401 Brickell Avenue, Suite 400 Miami, Florida 33131	Vice President and Assistant Secretary

### Article IX - Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

The foregoing Amended and Restated Articles of Incorporation were adopted by Consent of the Incorporator, and the Board of Directors without Shareholder action and Shareholder action was not required. The latter Consent was Dated June, 28, 20:2379

The Amended and Restated Articles of Incorporation of the Corporation set forth above supersede the original Articles of Incorporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 28th day of June, 2023.

Enrique Vargas Llerus President and Director

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