

P23 Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet **8613C**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H25000016055 3)))



H250000160553ADCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : STEINBERG GARELLEK P.L.
Account Number : I20110000015
Phone : (561)717-3020
Fax Number : (561)391-3326

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: SZG@STEINGARLAW.COM

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PRETORO DEVELOPMENTS GP INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

FILED

2025 JAN 14 AM 11:09

OFFICE OF THE
TALLAHASSEE

RECEIVED

2025 JAN 14 PM 3:12

OFFICE OF THE
TALLAHASSEE

48

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

PRETORO DEVELOPMENTS GP INC.

FILED
2025 JAN 14 AM 11:09

SECRETARY OF STATE
TALLAHASSEE, FL

PRETORO DEVELOPMENTS GP INC., a corporation organized under the laws of the State of Florida (the "Corporation") does hereby certify:

- A. The name of the Corporation is PRETORO DEVELOPMENTS GP INC. (the "Corporation"). The original Articles of Incorporation of the Corporation filed with the Secretary of State of the State of Florida were effective on January 1, 2024 under document number P23000086130.
- B. These Amended and Restated Articles of Incorporation, which restate, integrate and further amend the provisions of the original Articles of Incorporation of the Corporation, have been duly adopted pursuant to the provisions of section 607.1006, Florida Statutes.
- C. The text of the original Articles of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I

The name of the Corporation is PRETORO DEVELOPMENTS GP INC. (hereinafter the "Corporation").

ARTICLE II

The principal office address and the mailing address is 1800 S. Ocean Blvd., #9F, Boca Raton, FL 33432.

ARTICLE III

The name of the registered agent is SG Registered Agent LLC. The registered agent's registered office in the State of Florida is 200 East Palmetto Park Road, Suite 103, Boca Raton, FL 33432.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue and have outstanding at any one time is:

- A. 300 shares of common stock having no par value.
- B. 50 shares of special stock having no par value.

ARTICLE V

As long as there is more than one class of stock issued and outstanding, the following voting rights shall attach to the shares of the respective classes:

1. Except as otherwise provided herein and as long as there are shares of special stock outstanding, each holder of special stock shall have one vote for each share held of record on all matters submitted for shareholder approval.
2. Each holder of common stock shall have one vote for each share held of record on all matters submitted for shareholder approval.
3. Except as otherwise specified herein, the holders of special stock and the holders of common stock shall be treated as a single class with the holders of each class entitled to a single vote per share, be it common or special. On matters submitted for shareholder approval, a simple majority is required in all other matters not specifically set forth in these articles or by law.

ARTICLE VI

Holders of shares are entitled to receive variable dividends when, as, and if declared by the directors out of funds legally available therefore. Holders of special stock shall have a right to receive up to \$0.10 in dividends per share per year as determined by the directors before any dividends may be paid to the holders of common stock in a particular year. Once the holders of special stock shall have received such dividends, all further dividends declared in such calendar year shall be declared on a pro rata basis to the holder of the shares of common stock.

ARTICLE VII

In the case of any liquidation, the holders of special stock, if any, shall have a preference. If, after payment of all costs and expenses of liquidation and obligations to creditors, there are assets remaining, the holders of the special stock, if any, shall be entitled to first receive \$1.00 per share of special stock held plus any accrued but unpaid dividends attributable to such shares. Thereafter, the holders of special stock shall not be entitled to any distribution upon the dissolution, liquidation or winding up of the affairs of the corporation.

ARTICLE VIII

At any time, the corporation may require the redemption of all or part of the then outstanding special stock held by such shareholder. The redemption price shall be \$1.00 per share plus any accrued but unpaid dividends associated with such share. The purchase price for such share shall be payable by the corporation, at its principal business office, no later than 30 days after the corporation sends notice of such redemption to the shareholder at the address of the shareholder contained in the corporation's records and after the corporation receives the return of the certificate or certificates representing such shares or such proof of the loss or destruction of such shares as the corporation deems acceptable in its discretion. Upon the earlier of the delivery of such redemption notice to the shareholder, or upon deposit of such redemption notice in the United States mails, first class postage prepaid, addressed to the record holder of such shares on the records of the corporation, such shares shall immediately cease to exist and the holder thereof shall immediately cease to possess any of the rights thereto set forth in the corporation's articles of incorporation or by law except for such right to payment set forth in this Article.

ARTICLE IX

The name and address of the director and officers of the Corporation is:

Giovanni Bassi – Director, President and Secretary
1800 S. Ocean Blvd., #9F
Boca Raton, FL 33432

ARTICLE X

These amended and restated articles were adopted by the sole shareholder on January 14, 2025 and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 14 day of January, 2025.



Giovanni Bassi, President