

P240000043675

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

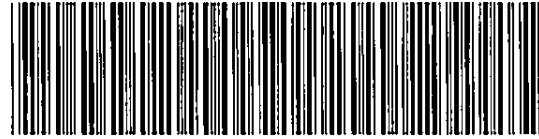
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*Amended &
Restated
Articles*

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2024 AUG 29 AM 9:47

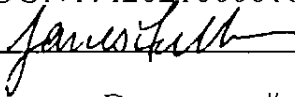
CLERK OF STATE
TALLAHASSEE, FLORIDA

A. RAMSEY

AUG 30, 2024

RECEIVED
2024 AUG 29 AM 11:01
TALLAHASSEE, FLORIDA

FLORIDA CAPITAL COURIER SERVICES, INC
2330 CLARE DRIVE
TALLAHASSEE, FL 32309
(850) 524-5437
(850) 524-6243

PLEASE USE FUNDS FROM THIS ACCOUNT: I20210000160: 35.00
AUTHORIZATION SIGNATURE: 
SPF UTILITIES, INC. P24000043675
BUSINESS (Name) Document #.

- | | |
|--|---------------------------------------|
| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait |
| <input type="checkbox"/> Photocopy | |
| <input type="checkbox"/> Certified Copy | |
| <input type="checkbox"/> Certificate of Status | |

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ CORP
- ☐ LLLP

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name
- ☐ APOSTIL () Country

AMMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A. Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissociation or Resignation
- ☐ Merger
- ☐ Conversion

REGISTRATION/QUALIFICATIONS

- ☐ Foreign Filing
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ STATEMENT OF AUTHORITY

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SPF Utilities, Inc.

DOCUMENT NUMBER: P24000043675

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

Please return all correspondence concerning this matter to the following:

Kevin Hoffmeyer

Name of Contact Person

AEGIS Law

Firm/ Company

601 S. Lindbergh

Address

Frontenac, Missouri 63131

City/ State and Zip Code

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

For further information concerning this matter, please call:

Kevin Hoffmeyer

Name of Contact Person

at (813)

9990199

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

FILED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPF UTILITIES, INC.**

2024 AUG 29 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be SPF Utilities, Inc. (the "Corporation").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is One Alhambra Plaza, Floor PH, Coral Gables, FL 33134.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 1,100,000, divided into classes and series as follows:

- (a) 1,000,000 shares of Common Stock, with no par value; and
- (b) 100,000 shares of Preferred Stock, with no par value.

The Common Stock shall be entitled to one (1) vote per share on all matters on which stockholders generally are entitled to vote.

The Preferred Stock shall not have the right to vote on any matter requiring approval of the shareholders of the Corporation unless specifically required by applicable Law.

Except as otherwise expressly provided in these Articles or required by applicable law, shares of Common Stock and shares of Preferred Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters. Except as provided in the Bylaws of the Corporation, the Corporation may not issue any additional Common Stock or Preferred Stock.

ARTICLE VII: INITIAL DIRECTORS AND OFFICERS

The initial board of directors of the Corporation shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the individual who will serve on the initial board of directors is:

GERALD JORGE, 3225 McLeod Drive, Suite 100, Las Vegas, NV 89121 (USA).

The name and address of the individual who will serve as initial officer is:

GERALD JORGE, 3225 McLeod Drive, Suite 100, Las Vegas, NV 89121 (USA).

ARTICLE VIII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301. The name of the initial registered agent of the Corporation at that office is Corporation Service Company.

ARTICLE IX: INCORPORATOR

The name and street address of the Corporation's incorporator is:

STEVE HOLMES, 3333 Lee Parkway, 8th Floor, Dallas, Texas 75209 (USA).

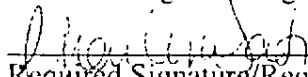
ARTICLE X: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article X shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XII: EFFECTIVE DATE AND TIME

The effective date and time of these Amended and Restated Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

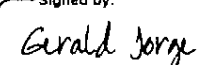


Required Signature/Registered Agent

08/21/2024

Date

I submit these Amended and Restated Articles of Incorporation, which were adopted by unanimous consent of the shareholders, and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.

Signed by:


B310859EA237484
Gerald Jorge, President

8/20/2024

Date of adoption