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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BSC EDGEWATER INVEST INC.**

The undersigned, on behalf of BSC EDGEWATER INVEST INC., a Florida corporation (the "Corporation"), hereby adopts the following as the Amended and Restated Articles of Incorporation pursuant to Section 607.1005 of the Florida Business Corporation Act:

The Corporation does hereby certify that:

1. The name of the Corporation is BSC EDGEWATER INVEST INC. The original Articles of Incorporation of the Corporation were filed with the Florida Department of State, Division of Corporations, on August 19, 2024.

2. These Amended and Restated Articles of Incorporation were first adopted by the Corporation's sole incorporator on September 25th, 2024 in accordance with Section 607.1005 of the Florida Business Corporation Act.

The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

FIRST: The name of this corporation is BSC EDGEWATER INVEST INC. (the "Corporation").

SECOND: The principal office and the mailing address of the Corporation is 1200 Ponce de Leon Blvd, Suite 1403, Coral Gables, Florida 33134.

THIRD: Its Registered Office in the State of Florida is to be located at 355 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134. The Registered Agent in charge thereof is Glen H. Waldman. The board of directors of the Corporation (the "Board of Directors") may, from time to time, move the registered office to any other address to which it seems pertinent in the interest of the Corporation within the State of Florida.

FOURTH: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

FIFTH: The Corporation shall have the authority to issue one hundred (100) shares of Class A Voting Common Stock, \$0.01 par value (the "Class A Common Stock"), and nine thousand nine hundred (9,900) shares of Class B Non-Voting Common Stock, \$0.01 par value (the "Class B Common Stock"). The Class A Common Stock and the Class B Common Stock are hereinafter sometimes collectively referred to as "Common Stock". The rights, preferences, voting powers and the qualifications, limitations and restrictions of the authorized stock shall be as follows:

A. **Voting Powers.** The voting power for the election of directors and all other purposes shall be vested exclusively in the holders of Class A Common Stock, and except as otherwise required by law, the holders of Class B Common Stock shall not have any voting

power or be entitled to receive any notice of meetings of stockholders. Each share of Class A Common Stock outstanding on any record date shall be entitled to one vote.

B. **Class A Common Stock and Class B Common Stock.** Except as otherwise set forth in this Article Fifth, the relative rights, preferences, qualifications, limitations, and restrictions of the Class A Common Stock and Class B Common Stock shall be identical in all respects.

1. **Dividends.** The holders of Class A Common Stock and Class B Common Stock shall be entitled to receive such dividends and other distributions in cash, stock of any corporation (other than Common Stock) or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor and shall share equally on a pro rata basis in all such dividends and other distributions. In the case of dividends or other distributions payable in Common Stock, including distributions pursuant to stock splits or divisions of Common Stock, only shares of Class A Common Stock shall be paid or distributed with respect to Class A Common Stock and only shares of Class B Common Stock shall be paid or distributed with respect to Class B Common Stock and all such dividends or distributions shall be payable at the same rate per share on Class A Common Stock and Class B Common Stock so as to retain, immediately before and immediately after giving effect to such dividend or other distribution, the relative proportion of outstanding shares of Class A Common Stock and Class B Common Stock.

2. **Liquidation.** In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, the remaining assets and funds of the Corporation shall be distributed pro rata to the holders of Common Stock, and the holders of Class A Common Stock and the holders of Class B Common Stock will be entitled to receive the same amount per share in respect thereof. For purposes of this Paragraph B.2., the voluntary sale, conveyance, lease, exchange or transfer (for cash, share of stock, securities or other consideration) of all or substantially all of the assets of the Corporation or a merger or share exchange involving the Corporation and one or more other corporations (whether or not the Corporation is the corporation surviving such merger) shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary.

3. **Reorganization.** In case of any reorganization, share exchange or merger of the Corporation with another corporation in which shares of Class A Common Stock or Class B Common Stock are converted into (or entitled to receive with respect thereto) shares of stock and/or other securities or property (including cash), each holder of a shares of Class A Common Stock and each holder of a shares of Class B Common Stock shall be entitled to receive with respect to each such share the same kind and amount of shares of stock and other securities and property (including cash). In the event that the holders of shares of Class A Common Stock (or of shares of Class B Common Stock) are granted rights to elect to receive one of two or more alternative forms of consideration, the foregoing provision shall be deemed satisfied if holders of shares of Class A Common Stock and holders of shares of Class B Common Stock are granted substantially identical election rights.

SIXTH: In furtherance of, and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend, alter, and repeal the Bylaws of the Corporation ("Bylaws").

SEVENTH: The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Paul Ketchum	1200 Ponce de Leon Blvd, Suite 1403 Coral Gables, FL 33134

EIGHTH: The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors, and the directors need not be elected by written ballot unless required by the Bylaws. The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the Bylaws.

The powers of the incorporator are to terminate upon the filing of these Amended and Restated Articles of Incorporation, and the name and mailing address of the persons who are to serve as directors until the first annual meeting of stockholders or until a director's earlier death, resignation, removal, disability, or such date as a director's successor is elected and qualified are:

<u>Name</u>	<u>Mailing Address</u>
Jorge Escobar	1200 Ponce de Leon Blvd. Suite 1403 Coral Gables, FL 33134
Camilo Lopez	1200 Ponce de Leon Blvd. Suite 1403 Coral Gables, FL 33134

NINTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duties as a director of the Corporation, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts and omissions not in good faith or which involves intentional misconduct or a knowing violation of the law, (iii) under Section 607.0834 of the Florida Business Corporation Act, or any successor thereto, or (iv) for any transaction from which the director derives an improper personal benefit. If the Florida Business Corporation Act is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article Ninth is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

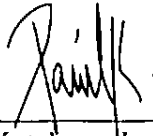
The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal,

administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as a director or officer of any other enterprises at the request of the Corporation.

Any repeal or modification of the foregoing paragraphs of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

These Amended and Restated Articles of Incorporation are dated on this 25th day of September, 2024.

By: _____


Paul Ketchum, Incorporator