

P93 0000 78862

(Requestor's Name)

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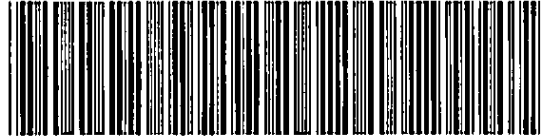
(Business Entity Name)

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COVER LETTER

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Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

2022 FEB -7 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FL

SUBJECT: BERMUDA CLUB CORPORATION
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: RAMON MESA
Name (Printed or typed)
5742 SW 7TH ST., SUITE 101
Address
MIAMI, FL 33144
City, State & Zip
(305) 975-3301
Daytime Telephone number
rrmesa@miamiele.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

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2022 FEB -7 AM 11:29

CLERK OF DISTRICT COURT
STATE OF FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BERMUDA CLUB CORPORATION**

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION (the "*Amended and Restated Articles*") of BERMUDA CLUB CORPORATION, a Florida corporation (the "*Corporation*"), are submitted in accordance with Section 607.1007, Florida Statutes, for purposes of amending and restating the Articles of Incorporation of the Corporation in their entirety. From and after the date of filing hereof, the Amended and Restated Articles shall be as set forth in Article SECOND below.

- FIRST:**
- (i) The Corporation's present name is "BERMUDA CLUB CORPORATION"
 - (ii) The Articles of Incorporation of the Corporation were filed with the Florida Department of State on November 16, 1993 and assigned Document Number P93000078862.
 - (iii) These Amended and Restated Articles will take effect at the time and date on which they are filed with the Florida Department of State.
 - (iv) These Amended and Restated Articles provide for an increase in the maximum number of authorized shares and authorize the issuance of Nine Thousand (9,000) shares of non-voting common stock. Effective as of the filing of these Amended and Restated Articles, the Ten Thousand (10,000) shares will consist of One Thousand (1,000) shares of voting common stock and Nine Thousand (9,000) shares of non-voting common stock.
 - (v) The date of adoption of these Amended and Restated Articles was November 8, 2021.
 - (vi) These Amended and Restated Articles, and the amendments reflected therein, were approved by the shareholders of the Corporation and the number of votes cast for the amendment and restatement by the shareholders was sufficient for approval.

SECOND: The Amended and Restated Articles of the Corporation are as follows:

**ARTICLE I
NAME**

The name of the corporation is "**BERMUDA CLUB CORPORATION**"

**ARTICLE II
PURPOSE**

The Corporation is organized for the purpose of conducting any and all lawful business permitted of a corporation organized under the Florida Business Corporation Act.

ARTICLE III
SHARES

The number of shares of stock which the Corporation shall have authority to issue is Ten Thousand (10,000), consisting of One Thousand (1,000) shares of voting common stock and Nine Thousand (9,000) shares of non-voting common stock, One Dollar (\$1.00) par value per share. Shares of stock in the Corporation shall be issued solely with the prior written consent or approval of the shareholders of the Corporation. Each class of stock shall be identical in all respects, except that the non-voting stock shall carry no right to vote on any matter presented to the stockholders for their vote or approval, and no right to vote for the election of directors to the corporation, except only as the laws of the State require that voting rights be granted to such non-voting stock. Said non-voting shares shall be subject to the same restrictions on transfers as the voting common stock.

ARTICLE IV
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Florida Statutes, the Corporation's corporate existence commenced at 12:01 a.m. on the date of acceptance for filing of the original Articles of Incorporation by the Florida Division of Corporations.

ARTICLE V
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

1151 NE 12th Avenue
Homestead, Florida 33030

The location of the principal office shall be subject to change as provided in the Bylaws duly adopted by the Corporation (the "*Bylaws*").

ARTICLE VI
REGISTERED AGENT AND OFFICE

The registered agent and registered office address of the Corporation are as follows:

Ramon G. Mesa
5742 SW 7 Street, Suite 101
Miami, Florida 33144

ARTICLE VII
BYLAWS

The Board of Directors of the Corporation shall have the power to alter, amend, change, add to and repeal, from time to time, the Bylaws, subject to the rights of the stockholders entitled to vote with respect thereto to alter, amend, change, add to and repeal the Bylaws adopted by the Board of Directors of the Corporation.

ARTICLE VIII
BOARD OF DIRECTORS; OFFICERS

A. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors (the "Board"). In addition to the powers and authority conferred upon it by statute or by these Articles or by the Bylaws of the Corporation, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised by or done by the Corporation. In addition, the Board may elect such officers of the Corporation as the Board may from time to time determine (collectively, the "Officers"). Such Officers shall have the power and authority delegated to them by the Board.

B. The number of directors constituting the initial Board of the Corporation is one (1). The sole initial director is Ramon Mesa. Directors of the Corporation shall be elected, replaced and removed from time to time in accordance with the Bylaws. The number of directors may be increased or decreased from time to time pursuant to the Bylaws, but in no event shall the number of directors be less than one (1). Unless otherwise provided in the Bylaws, election of directors need not be by written ballot.

C. Officers of the Corporation shall be elected, replaced and removed by the Board from time to time in accordance with the Bylaws. Unless otherwise provided in the Bylaws, Officers need not be elected by written ballot. The Officers shall possess the authority and power delegated to them by the Board from time to time in accordance with the Bylaws. The Officers of the Corporation are:

Ramon G. Mesa

President

ARTICLE IX BYLAWS; AMENDMENT OF ARTICLES OF INCORPORATION

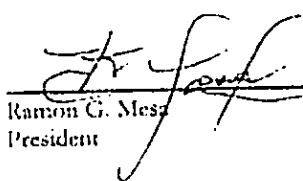
The shareholders of the Corporation shall have the sole power to make, adopt, amend, alter or repeal the Bylaws. The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles in any manner now or hereafter permitted by law; *provided, however*, that any amendment to these Articles shall be authorized if and only if such amendment is approved by the shareholders of the Corporation in accordance with the Bylaws.

ARTICLE X PREEMPTIVE RIGHTS OF SHAREHOLDERS

Unless otherwise provided in the shareholders agreement, if any, to which the shareholders of the Corporation are a party, the shareholders of the Corporation shall have no preemptive rights to purchase or subscribe for all or any portion of any stock of any class that the Corporation may subsequently issue or sell.

ARTICLE XI INDEMNIFICATION

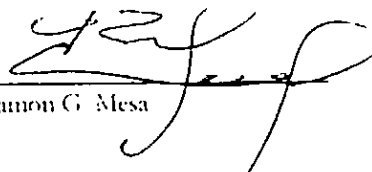
The Officers and directors of the Corporation shall be entitled to indemnification to the extent provided in the Bylaws of the Corporation, subject to the applicable requirements of the Florida Business Corporation Act."


Ramon G. Mesa
President

**ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VI of the foregoing Articles of Incorporation as registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that the undersigned is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to the undersigned as registered agent of the Corporation.

DATED this 8 day of November, 2021



Ramon G. Mesa