

P97000105008

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

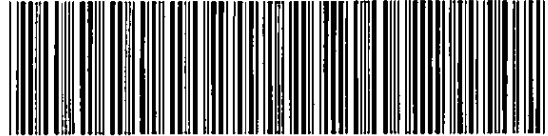
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

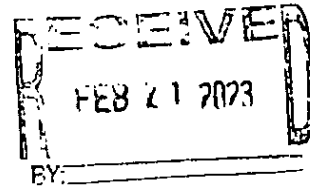
Special Instructions to Filing Officer:

Amended  
Restated

Office Use Only



600402887756



02/22/23--0000--004 \*\*49.75

S. C. T. T. T.  
JUN - 1 2023

2023 FEB 22 PM 2:00  
FEB 22

**BOYD & BOYD, P.A.**  
*Attorneys & Counselors at Law*

JOEL E. BOYD  
MARK J. BOYD

560 North Babcock Street, Suite 104  
Melbourne, Florida 32935  
Telephone: (321) 255-0600  
Facsimile: (321) 255-0606

February 15, 2023

**VIA PRIORITY MAIL**

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

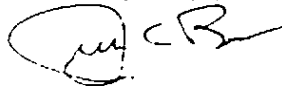
Re: Amended and Restated Articles of Incorporation of Telemar, Inc.

Dear Sir/Madam:

Enclosed are the Amended and Restate of Incorporation of TELEMAR, INC., together with a check for \$43.75 to cover the \$35.00 filing fee and \$8.75 certified copy fee.

Once the Amended and Restated Articles of Incorporation have been filed, please forward the certified copy to the undersigned at the address above indicated.

Very truly yours,



JOEL E. BOYD

JEB/igw  
Enclosure

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TELEMAR INC.**

FILED  
2023 FEB 22 PM 2:00  
CLERK OF THE COURT  
JACKSONVILLE, FLORIDA

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation effective upon the date of filing by the Florida Department of State:

**ARTICLE I - NAME OF CORPORATION**

As of the date of filing these Amended and Restated Articles of Incorporation, the name of this corporation is **TELEMAR, INC.** ("corporation").

**ARTICLE II – TERM OF EXISTENCE AND FISCAL YEAR**

This corporation shall exist perpetually commencing upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations. This corporation shall have a fiscal year beginning January 1 of each year.

**ARTICLE III – NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation, and the objects and purposes thereof, shall be to transact any legal activity authorized under Florida law.

**ARTICLE IV - POWERS**

This corporation shall have all the powers conferred by the laws of the state of Florida on corporations.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of Class A voting common stock and nine thousand (9,000) shares of Class B non-voting common stock. All or part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

**ARTICLE VI – SHAREHOLDERS' VOTING RIGHTS**

Each share of Class A voting common stock in this corporation shall entitle the holder thereof to one vote at any meeting of the corporation's shareholders.

## ARTICLE VII - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is **NICHOLAS TELEMACHOS**, 4 Marina Isles Blvd., Unit 201, Indian Harbour Beach, Florida 32937.

## ARTICLE VIII – PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at 1399 Banana River Drive, Indian Harbour Beach, Florida, 32937, or any other place of business as may be determined and fixed by the board of directors from time to time.

## ARTICLE IX – DIRECTORS

The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

## ARTICLE X – TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation has a pecuniary or other interest in any other corporation, or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this corporation who is also a director or officer of any other corporation or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other corporation or member of any other firm, or not so interested.

## ARTICLE XI - BYLAWS

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the board of directors of this corporation.

(b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation.

ARTICLE XII – AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the Class A common voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XIII – INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporation has executed these Amended and Restated Articles of Incorporation at Melbourne, Florida, this 15<sup>th</sup> day of December, 2022.

TELEMAR INC.

By: 

NICHOLAS TELEMACHOS, President

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

  
NICHOLAS TELEMACHOS

Date: December 15, 2022

2022 FEB 22 PM 2:00  
15711577

**OFFICER'S CERTIFICATE  
TO ACCOMPANY  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF TELEMAR INC.**

I, **NICOLAS TELEMACHOS**, being the duly elected, qualified and acting President of **TELEMAR INC.**, a Florida corporation (hereinafter referred to as the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by all of the members of the Board of Directors of the Corporation on December 15, 2022 in compliance with Section 607.1007 of the Florida Statutes, (2) duly adopted and approved by all of the shareholders of the Corporation on December 15, 2022 in compliance with Section 607.1007 of the Florida Statutes, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 15<sup>th</sup> day of December, 2022.



**NICHOLAS TELEMACHOS, President of  
TELEMAR INC.**

2023 FEB 22 PM 2:00  
TELEMAR INC.