

F110000064780

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

RECEIVED
MAY 3 2018
TALLAHASSEE, FLORIDA

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.

(((H18000139736 3)))



H180001397363ABC5

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 : JAM MARK LIMITED
Account Number : 120000000112
Phone : (305) 789-7758
Fax Number : (305) 789-7799

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

Email Address: esmi.diazdon@hklaw.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
ALPINA FOODS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

RECEIVED
18 MAY -3 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

MAY 04 2018
C McNAIR

((H18000139736 3))

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F11000004780

(Document number of corporation (if known))

1. ALPINA FOODS, INC.

(Name of corporation as it appears on the records of the Department of State)

2. NEW YORK

(Incorporated under laws of)

3. 12/18/2014

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/21/2017

5. CLIMB YOUR MOUNTAIN, INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

SALIM SOUHEIL RAYES

(Typed or printed name of person signing)

GENERAL MANAGER

(Title of person signing)

((H18000139736 3))

CSC 45
Drawdown

17 122 0000

652

New York State Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

**CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION OF
ALPINA FOODS, INC.**

Under Section 805 of the Business Corporation Law of the State of New York
(the "Business Corporation Law")

FIRST: The current name of the corporation is Alpina Foods, Inc.

SECOND: The date of filing of the certificate of incorporation with the Department of State is August 12, 2011.

THIRD: The amendments effected by this certificate of amendment are as follows:

1. Paragraph **FIRST** of the Certificate of Incorporation relating to the name of the corporation is amended to read in its entirety as follows:

"**FIRST:** The name of the corporation is Climb Your Mountain, Inc."

2. Paragraph **FOURTH** of the certificate of incorporation, relating to the aggregate number of shares of capital stock which the corporation shall have the authority to issue, is amended so as to increase the number of authorized shares of all classes of capital stock of the corporation from one hundred and twenty (120) shares to one hundred and fifty three (153) shares, by increasing the number of authorized shares of Common Shares at no par value, from one hundred and twenty (120) shares to one hundred and fifty (150) shares and by authorizing the creation and issuance of three (3) shares of Preferred Shares at no par value. Therefore, Paragraph **FOURTH** of the Certificate of Incorporation relating to the total number of shares which the corporation shall have the authority to issue and a statement of the par value of each share or a statement that the shares are without par value is amended to read in its entirety as follows:

"**FOURTH:** The total number of shares that the corporation shall have the authority to issue is 153 shares, consisting of: (i) 150 shares of Common Shares at no par value ("Common Shares"); and (ii) 3 shares of Preferred Shares, at no par value ("Preferred Shares"). The number of authorized shares may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the majority of the votes of the shares of the corporation issued and outstanding and entitled to vote, voting as a single class. The designations, relative

rights, preferences and limitations of each class of shares of the corporation shall be as follows:

(a) Terms of Common Shares.

- (i) Yoting. Each Common Share shall entitle the holder thereof, in person or by proxy, to one (1) vote on all matters submitted to a vote of shareholders of the corporation.
- (ii) Dividends and Other Distributions. The record holders of Common Shares shall be entitled to receive no less than two point forty four percent (2.44%) of any dividends and other distributions of cash, property or other assets of the corporation as may be declared thereon by the Board of Directors out of funds legally available therefor.

(b) Terms of Preferred Shares.

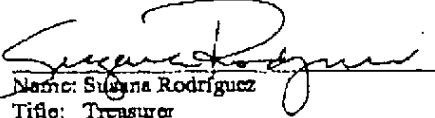
- (i) Yoting. Each Preferred Share shall entitle the holder thereof, in person or by proxy, to one (1) vote on all matters submitted to a vote of shareholders of the corporation.
- (ii) Dividends and Other Distributions. The record holders of Preferred Shares shall be entitled to receive no less than ninety seven point fifty six percent (97.56%) of any dividends and other distributions of cash, property or other assets of the corporation as may be declared thereon by the Board of Directors out of funds legally available therefor.

(c) Vote of Shareholders. Except as otherwise required by law or provided for in the By-Laws of the corporation, any corporate action requiring shareholder approval shall be determined by the affirmative vote of the holders of the majority of the votes of the shares of the corporation issued and outstanding and entitled to vote, voting as a single class.

FOURTH: The certificate of amendment was authorized by the vote of the board of directors followed by the unanimous written consent of the holders of all outstanding shares.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate and affirms that the statements made herein are true under the penalties of perjury on December 14th, 2017.


Name: Susana Rodriguez
Title: Treasurer

CSC 45
Drawdown

652

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ALPINA FOODS, INC.

Under: Section 805 of the Business Corporation Law

Filer's Name and Mailing Address:

Laura Guemes Cambus
(Type or Print Name)

31 West 52nd Street
(Address)

New York, NY 10019
(City, State, Zip Code)

cust ref: 956432MFC

102

FILED

2017 DEC 20 PM 3:39

RECEIVED

2017 DEC 20 PM 12:14

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 20 2017
TAX \$ 0
BY: 2

714